

ROBERT L. WOODS, GRANTOR

TO

WARRANTY DEED

TERRY PRATT, ET UX, GRANTEEES

~~For and in consideration of the sum of Ten Dollars (\$10), cash in hand~~
 paid, and other good and valuable consideration, the receipt and sufficiency
 of which is hereby acknowledged, I, ROBERT L. WOODS, being the same person
 as ROBERT WOODS, do hereby sell, convey and warrant to TERRY PRATT and
 wife, CHESLEY PRATT, as tenants by the entirety with the right of survivorship
 and not as tenants in common, the land lying and being situated in DeSoto County,
 Mississippi, described as follows, to-wit:

1391 acres, more or less, in part of Sections 34 and 35, Township 3 South,
 Range 7 West, and in Sections 2, 3, 4, 9, and 10, Township 4 South,
 Range 7 West, AS FULLY DESCRIBED IN THE ATTACHED DESCRIPTION,
 SIGNED FOR IDENTIFICATION.

ROBERT L. WOODS hereby reserves unto himself an undivided 1/16th interest
 in and to all oil, gas and minerals on or under the above described property.

The warranty in this deed is subject to rights of way and easements for
 public roads and public utilities; to subdivision and zoning regulations in effect
 in DeSoto County, Mississippi; and to any prior conveyance or reservation of
 minerals of every kind and character, including, but not limited to oil, gas,
 sand and gravel in, on or under subject property, including but not limited
 to reservation of 1/2 all oil, gas and mineral rights as reserved in Deed of record
 in Deed Book 146, at page 399, and to reservation of 1/4 all oil, gas and mineral
 rights as reserved in Deed of record in Deed Book 146, at page 721, all in the
 office of the Chancery Clerk of DeSoto County, Mississippi; and to Flowage
 Easement to the United States of America of record in Book 30, at page 534,
 in the office of the Chancery Clerk of DeSoto County, Mississippi; and to Deeds
 of Trust to First State Bank of record in Trust Deed Book 403, at page 84,
 and in Trust Deed Book 437, at page 520, both in the office of the Chancery
 Clerk of DeSoto County, Mississippi.

Subject to the approval of the ASCS County Committee, the Grantor herein
 will transfer the following base acreage: 211.5 acres - cotton; 85.1 acres - wheat;
 100.7 acres - corn; 424.4 acres - grain sorghum.

Possession of the non-crop areas will be given upon delivery of this deed.
 Possession of the crop areas will be given upon completion of harvest, but no
 later than December 31, 1988. Taxes for 1988 shall be paid by the Grantor herein.

WITNESS MY SIGNATURE, this the 22nd day of August, 1988.

Robert L. Woods

ROBERT L. WOODS

STATE OF MISSISSIPPI
 COUNTY OF DESOTO

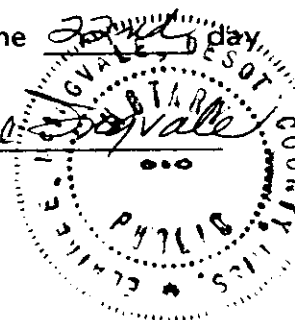
Personally appeared before me, the undersigned authority, in and for said
 county and state, the within named ROBERT L. WOODS, who acknowledged that
 he signed and delivered the above and foregoing instrument on the day and
 date therein mentioned as his free and voluntary act and deed and for the purposes
 therein expressed.

Given under my hand and official seal of office, this the 22nd day
 of August, 1988.

My commission expires: 5/6/90

James E. McQuay
 NOTARY PUBLIC

GRANTOR: P. O. Box 67, Holly Springs, MS 38635
 Phone #: 601/242-2333
 GRANTEE: Rt. One, Box 173C, Buckeye, AZ 85326
 Phone #: 602-386-5005



DESCRIPTION

Part of Sections 34 and 35, Township 3 South, Range 7 West, and Sections 2, 3, 4, 9, and 10, Township 4 South, Range 7 West, De Soto County, Mississippi, and more particularly described as follows:

Beginning at the northwest corner of Section 3, said point being the centerline of Getwell Road; thence run the following calls in said Section 3 along the centerline of said road to a point on the west line of said Section 3 and the east line of said Section 4;

South 10°56'11" East	138.81 feet
South 06°57'33" East	239.41 feet
South 02°12'05" West	269.87 feet
South 11°53'39" West	77.47 feet
South 20°10'56" West	24.47 feet

thence run the following calls in said Section 4 along the centerline of said road to a point on the west line of said Section 3 and east line of said Section 4;

South 20°10'56" West	46.10 feet
South 25°55'42" West	138.34 feet
South 09°06'09" West	100.44 feet
South 06°00'16" West	42.28 feet
South 01°10'49" West	94.26 feet
South 22°46'50" East	303.56 feet

thence run the following calls in said Section 3 along the centerline of said road to a point on the west line of Section 3 and the east line of said Section 4;

South 22°46'50" East	132.58 feet
South 24°02'05" East	275.00 feet
South 08°09'46" East	93.87 feet
South 05°04'34" West	267.02 feet
South 18°00'44" West	222.17 feet
South 03°01'36" East	159.94 feet
South 30°21'17" West	117.58 feet

thence run South 01°35'09" East a distance of 2646.22 feet along said west line of Section 3 and said east line of Section 4 to the southwest corner of said Section 5; thence run South 89°31'03" West along the south line of Section 4 a distance of 2291.74 feet to the northeast corner of the Hammond property; thence run South 01°35'13" East a distance of 2661.99 feet along the east line of said Hammond property to U.S. Government Reservation marker number 139; thence run South 89°20'00" East a distance of 2335.00 feet along the U.S. Government north line to U.S. Government Reservation marker number 140; thence run South 00°50'00" East a distance of 1410.00 feet along the east line of said government property to a point on the centerline of Coldwater River; thence run in an easterly and northerly direction along the present centerline of Coldwater River to its intersection with the present centerline of Gray's Creek; thence run the following calls along said Gray's Creek centerline to its intersection with the north line of the southeast quarter of Section 34;

North 30°02'11" West	263.86 feet
North 56°30'25" West	859.39 feet
North 39°45'11" West	625.23 feet
North 40°15'48" West	350.40 feet
North 46°54'52" West	505.14 feet
North 51°26'52" West	540.67 feet
North 34°25'41" West	623.00 feet
North 67°02'25" West	806.15 feet
North 65°55'06" West	785.42 feet
North 73°29'37" West	321.20 feet

thence North 89°14'33" West along said north line of quarter section to the northwest corner of the southeast quarter of said Section 34; thence run South 00°26'13" East a distance of 2737.26 feet along the quarter section line to the southwest corner of the southeast quarter of said Section 34; thence run South 89°20'32" West a distance of 2634.11 feet along the north line of said Section 3 to the point of beginning and containing 1371 acres, more or less. All bearings are true.

SIGNED FOR IDENTIFICATION

Robert L. Woods

ROBERT L. WOODS